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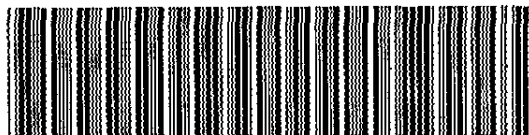
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TALLAHASSEE FLORIDA

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11/4/03

ROBERT C. MEYER, P.A.

2223 Coral Way
Miami, Florida 33145-3508

Phone (305) 285.8838

Fax (305) 285.8919

Friday, October 24, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314
+

FILED
2003 OCT 27 AM 10:10
DEPT. OF STATE
TALLAHASSEE FLORIDA

RE: Filing of New Articles of Incorporation
COMMUNITEL DISTRIBUTORS, INC.
COMMUNITEL M. I. A., INC.
COMMUNITEL AIRPORT SYSTEMS, INC.
COMMUNITEL B. R. W., INC.
3 C MANAGEMENT N.V., INC.

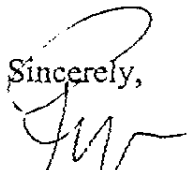
Dear Sir/Madame:

We enclose herein the Original Articles of Incorporation for the above-referenced corporation(s).
Please, utilize the fee for the following purpose:

- ☒ File Articles
☒ Certify Articles

I thank you in advance.

Sincerely,


Robert C. Meyer, P.A.

Enc.: Articles of Incorporation
Check 1925 \$393.75

ARTICLES OF INCORPORATION

OF

COMMUNITEL AIRPORT SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation is Communitel Airport Systems, Inc.

ARTICLE II – PRINCIPAL OFFICE

The initial principal offices of this corporation shall be 6955 NW 77th Ave, Suite 204, Miami, Florida, 33166, with the privilege of having its office, or any branches, located elsewhere in the State of Florida or beyond Florida's boundaries.

ARTICLE III – PURPOSE

This corporation may and shall engage in lawful activities in the State of Florida.

ARTICLE IV – SHARES

The capital stock authorized, the par thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value/Share</u>	<u>Class</u>
1000	\$.01	Common

All of the said stock shall be payable in cash; property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE V – EXISTENCE

This corporation shall commence its existence immediately upon the filing of these Article of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time, unless the stockholders elect by majority vote to determine that the corporation be managed by the stockholders.

ARTICLE VII – INITIAL DIRECTORS

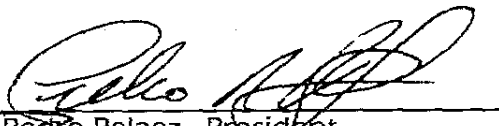
The name and address of the first Director of the Corporation shall hold office for the first year or until a successor is duly elected and qualified.

<u>NAME</u>	<u>POSITION</u>
PEDRO PELAEZ	President, Director
ELSE PELAEZ-LOPEZ	Secretary

ARTICLE VIII – SUBSCRIBER

The name and address of the Subscriber, and the number of shares of stock he agrees to take is:

PEDRO PELAEZ, PRESIDENT
6955 NW 77th Ave, Suite 204
Miami, Florida, 33166


Pedro Pelaez, President

ARTICLE IX – DIRECTOR RIGHTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that she/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this Corporation shall authorize any such contract or transaction with like force and effect.

ARTICLE X – ANTI-ATTACHMENT

The private property of the stockholders shall NOT be subject to payment of the corporate debtors under any circumstances. The corporation shall have a first lien on the shares of the stockholders' shares and upon the dividends due them for any indebtedness of such stockholders to the corporation. All rights to setoff exist in favor of the Corporation.

ARTICLE XI – INDEMNITY

The corporate shall INDEMNIFY and insure its Officers and Directors to the fullest extent permitted under law either now or hereafter.

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CLERK OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation
Page 3

ARTICLE XII – REGISTERED AGENT

The name and street address (Florida address) of the registered agent is: ELSA PELAEZ-LOPEZ, 6955 NW 77th Ave, Suite 204, Miami, Florida, 33166 who shall also act as the Secretary of the corporation who shall also be the company's secretary.

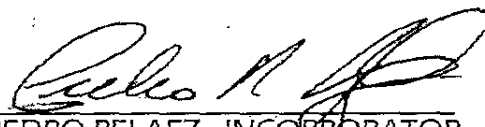
ARTICLE XIII – INCORPORATOR

The name and address of the incorporator is : PEDRO PELAEZ, 6955 NW 77th Ave, Suite 204, Miami, Florida, 33166.

ARTICLE XIV – STOCK TRANSFER RESTRICTION

No transfer or issuance of stock of this corporation shall be to anyone other than an individual duly allowed by the Board of Directors. No alienation of the shares shall be to anyone but another individual eligible to be a shareholder of such corporation. If the shares become garnished or executed upon by anyone, the other shareholders hold the right to purchase the shares for the sum of \$1.00 plus their bid credit created by the security interest.

IN WITNESS WHEREOF, the undersigned as the original Subscriber to the Capital Stock hereinbefore named, for the purpose of forming a corporation under Florida law and transacting business within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agree to take the number of shares hereinabove set forth, and hereunto set my Hand and Seal this 23rd day of ~~September~~ October, 2003.


PEDRO PELAEZ, INCORPORATOR

HAVING BEEN NAMED as Registered Agent to accept service of process of the above-named corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent:


ELSA PELAEZ, REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

} SS

BEFORE ME, the undersigned authority, personally appeared Pedro Pelaez and Elsa Pelaez, to me known to be a person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

23rd day of October, 2003. WITNESS MY HAND AND OFFICIAL SEAL in the State of Florida, County of Dade this

K. Ladner

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 11/15/03

SEAL:

Y:\Clients\11913\Articles\Inc.Communitel Airport Systems2.wpd

